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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X
In re:	:
SEARS HOLDINGS CORPORATION, et al.,	:
Debtors. ¹	:
	:

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

X

**THIRTY-NINTH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF DECEMBER 1, 2021 THROUGH DECEMBER 31, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	December 1, 2021 through December 31, 2021
Monthly Fees Incurred:	\$136,866.50
20% Holdback:	\$27,373.30
Total Compensation Less 20% Holdback:	\$109,493.20
Monthly Expenses Incurred:	\$4,351.22
Total Fees and Expenses Requested:	\$113,844.42

This is a x monthly ____ interim ____ final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Thirty-Ninth Monthly Fee Statement”) covering the period from December 1, 2021 through and including December 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Thirty-Ninth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance

² The total amount sought for fees and expenses (\$141,217.72) reflects voluntary reductions for the Compensation Period of \$37,250.00 in fees and \$1,991.32 in expenses.

and payment of compensation in the amount of \$109,493.20 (80% of \$136,866.50) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$4,351.22 incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Thirty-Ninth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the "Notice Parties").

Objections to this Thirty-Ninth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **March 1, 2022** (the

“Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Thirty-Ninth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Thirty-Ninth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirty-Ninth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
February 14, 2022

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	21.50	27,197.50
Dean Chapman	Litigation	2009	1,265.00	14.50	18,342.50
David Zensky	Litigation	1988	1,655.00	4.20	6,951.00
Total Partner				40.20	52,491.00
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	9.10	8,918.00
Joseph Szydlo	Financial Restructuring	2019	810.00	11.10	8,991.00
Sean Nolan	Litigation	2018	855.00	12.30	10,516.50
Russell Collins	Staff Attorney	1998	500.00	111.90	55,950.00
Total Associates				144.40	84,375.50
Total Hours / Fees Requested				184.60	136,866.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,305.75	40.20	52,491.00
Associates	584.32	156.30	91,665.50
Paralegals/Non-Legal Staff	0.00	0.00	0.00
Blended Timekeeper Rate	741.42		
Total Fees Incurred		184.60	136,866.50

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
3	Akin Gump Fee Application/Monthly Billing Reports	20.00	19,120.50
4	Analysis of Other Professionals Fee Applications/Reports	0.50	490.00
7	Creditor Committee Matters/Meetings (including 341 meetings)	0.40	392.00
8	Hearings and Court Matters/Court Preparation	3.10	3,000.00
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	23.60	30,559.00
12	General Claims Analysis/Claims Objection	1.20	1,518.00
20	Jointly Asserted Causes of Action	133.60	79,504.50
22	Disclosure Statement/Solicitation/Plan/Confirmation	2.20	2,282.50
TOTAL:		184.60	136,866.50

Exhibit C

Itemized Fees



SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1974210
Invoice Date 02/11/22
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
003	Akin Gump Fee Application/Monthly Billing Reports	20.00	\$19,120.50
004	Analysis of Other Professionals Fee Applications/Reports	0.50	\$490.00
007	Creditors Committee Matters/Meetings (including 341 Meetings)	0.40	\$392.00
008	Hearings and Court Matters/Court Preparation	3.10	\$3,000.00
010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	23.60	\$30,559.00
012	General Claims Analysis/Claims Objections	1.20	\$1,518.00
020	Jointly Asserted Causes of Action Disclosure	133.60	\$79,504.50
022	Statement/Solicitation/Plan/Confirmation	2.20	\$2,282.50
	TOTAL	184.60	\$136,866.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/01/21	JES	003	Draft fee application (2.0); review fee statements in connection with same (.2).	2.20
12/02/21	ZDL	003	Revise rate change notice for Sears (.2); revise interim fee application (.9).	1.10
12/02/21	SMN	003	Draft sections of litigation insert for Sears's fee application.	0.80
12/06/21	SLB	003	Review Akin invoice for privilege and compliance with UST guidelines in connection with preparation of fee statement (.5); correspondence with Z. Lanier and J. Szydlo re same (.2).	0.70
12/06/21	ZDL	003	Revise fee application (.7); correspond with S. Brauner and J. Szydlo re invoice (.2).	0.90
12/06/21	JES	003	Draft sections of fee application (1.1); correspond with S. Brauner and Z. Lanier re invoice (.2); revise fee statement (.5); correspond with accounting team re same (.3).	2.10
12/07/21	ZDL	003	Prepare fee statement (.6); revise fee application (1.9); correspond with J. Szydlo re same (.2).	2.70
12/07/21	JES	003	Revise fee application (1.5); correspond with Z. Lanier re same (.2); correspond with accounting team re same (.2).	1.90
12/08/21	SLB	003	Review and revise fee application (.8); correspondence with Z. Lanier re same (.3).	1.10
12/08/21	ZDL	003	Revise fee application (1.5); review underlying fee statements and time reports (1.1); correspond with S. Brauner re same (.3).	2.90
12/13/21	SLB	003	Review revised fee application (.4); correspondence with UCC chair re same (.4).	0.80
12/16/21	SLB	003	Review final fee application (.3); correspondence with J. Szydlo re same (.2).	0.50
12/16/21	JES	003	Review invoices for privilege and confidentiality (.7); correspond with S. Brauner re fee application (.2); correspond with M3 re invoices (.1).	1.00
12/21/21	SLB	003	Correspondence with J. Szydlo re rate increase notice (.2); review and revise same (.2).	0.40
12/21/21	JES	003	Correspond with S. Brauner re notice of annual rate change (.2); revise declaration re same (.2); coordinate filing of same (.2); review precedent re same (.3).	0.90
12/14/21	ZDL	004	Review FTI (.3) and Herrick (.2) fee applications.	0.50
12/21/21	ZDL	007	Call with creditor regarding claim status.	0.40
12/02/21	SLB	008	Draft correspondence to members of FR team (.2) and J. Sorkin (.1) re upcoming hearing; review agenda for same (.1).	0.40
12/03/21	SLB	008	Prepare for (.1) and attend (.2) hearing; review summary of same (.1).	0.40
12/03/21	ZDL	008	Attend hearing on EDA settlement.	0.20
12/03/21	JES	008	Prepare materials in advance of hearing re EDA litigation (.4); draft correspond to S. Brauner re same (.1).	0.50
12/13/21	SLB	008	Draft correspondence to J. Szydlo re upcoming hearing.	0.20
12/14/21	JES	008	Telephonically attend hearing on preference action (1.1); summarize same for Akin FR team (.3).	1.40
12/01/21	DMZ	010	Correspond with S. Brauner re litigation financing updates.	0.10
12/01/21	SLB	010	Correspond with D. Zensky re financing issues (.1); draft correspondence to I. Dizengoff re same (.5); correspondence with Admin Claimant Rep re same (.5).	1.10
12/02/21	DLC	010	Review correspondence with administrative creditors re litigation funding (.1); confer with S. Brauner re same (.1).	0.20
12/02/21	SLB	010	Analyze open issues re lit. funding (.4); confer with D. Chapman re same (.1).	0.50
12/03/21	SLB	010	Confer with D. Chapman re lit. funding (.3); confer with third party re same (.3); analyze issue re same (.3).	0.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
12/06/21	SLB	010	Review correspondence from third party re litigation funding.	0.40
12/08/21	DMZ	010	Correspond with admin claims rep. re funding issues (.1) prepare for (.1) and attend (.8) call with admin claims rep. re same.	2.00
12/08/21	SLB	010	Prepare for (.5) and participate on (.8) call with Admin Rep re financing issues; draft correspondence to R. Schrock and G. Fail re same (.4); draft correspondence to members of FR and Lit teams re same (.5).	2.20
12/09/21	DLC	010	Review analysis re litigation funding issues (1.3); review materials in connection with same (.8); participate in same (1.3); confer with admin creditors re litigation funding issues (.5); correspond with S. Brauner re same (.3).	4.20
12/09/21	SLB	010	Analyze open financing issues (.4); correspond with D. Chapman re same (.3); confer with G. Fail (Weil) re same (.5).	1.20
12/14/21	SLB	010	Review and analyze comments to term sheet from Admin Rep (1.1); draft correspondence to I. Dizengoff re same (.2).	1.30
12/15/21	SLB	010	Draft correspondence to I. Dizengoff re financing issues and related Admin inquiries (.3); analyze same (.2).	0.50
12/17/21	DLC	010	Participate in call with administrative creditors and members of Akin team re litigation funding.	0.70
12/17/21	SLB	010	Prepare for (.5) and attend (.7) call with Admin Rep and members of Akin team re financing issues; analyze issues re same (.6).	1.80
12/22/21	DLC	010	Review correspondence re litigation financing (.1); draft email to S. Brauner re same (.2).	0.30
12/24/21	SLB	010	Correspondence with Admin claimants re financing issues (.2); analyze issues re same (.2).	0.40
12/28/21	DLC	010	Review correspondence from third party re lit. funding (.2); participate in call with third party re same (.2); call with S. Brauner and Admin. Rep. re financing issues (.4).	0.80
12/28/21	SLB	010	Participate on call with D. Chapman and Admin Claimant re financing issues (.4); prepare analysis re same (1.2); draft correspondence to I. Dizengoff re same (.3).	1.90
12/28/21	ZDL	010	Review update regarding litigation financing.	0.40
12/29/21	DLC	010	Review and respond to emails with S. Brauner concerning litigation funding.	0.20
12/29/21	SLB	010	Draft update to members of FR and Lit teams re lit. funding (.6); correspondence with counsel to Admin Rep re same (.1); draft analysis re same (.7); correspondence with D. Chapman re same (.2).	1.60
12/30/21	SLB	010	Confer with counsel to Admin Rep re financing and related issues (.6); draft internal update correspondence to members of FR and Lit teams re same (.3).	0.90
12/01/21	SLB	012	Correspondence with Weil re claims settlement issues (.4); review and comment on agreement re same (.4).	0.80
12/16/21	SLB	012	Review revised claims settlement agreement (.3); correspondence with J. Brooks Crozier (Weil) re same (.1).	0.40
12/01/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.60
12/01/21	SMN	020	Review correspondence from counsel to defendant re insurance proceeds paid out for legal fees (.1); update tracker re same (.2).	0.30
12/02/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	4.60
12/02/21	DLC	020	Prepare for (.2) and participate in (.5) call with expert re letter agreement; comment on same (.4); correspond with Herrick re same (.2).	1.30
12/03/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	8.00
12/03/21	DLC	020	Review correspondence with litigation support vendors re document questions (.3); confer with S. Nolan re expert letter agreement (.3); confer with C. Carty (Herrick) re preference action release (.2).	0.80
12/03/21	SMN	020	Review letter agreement with expert group (.2); confer with D. Chapman	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/06/21	RJC	020	re same (.3). Conduct review of discovery documents in connection with adversary proceeding.	5.30
12/07/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.00
12/07/21	SMN	020	Conduct legal research re issues related to insurance proceeds available to defendants (.7); review insurance policy language related to same (.4); draft correspondence to D. Chapman re same (.2).	1.30
12/08/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.60
12/08/21	SMN	020	Conduct legal research re insurer settlement issues (1.5); review insurance policies re same (.7); call with D. Chapman re expert agreement (.2).	2.40
12/09/21	DMZ	020	Review analysis of open issues in connection with Adversary Proceeding.	1.60
12/09/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.50
12/09/21	DLC	020	Correspond with third party re open discovery issues (.1); review revisions to expert letter agreement (.2).	0.30
12/09/21	SMN	020	Review additional insurance policies covering D&O defendants (.4).	0.40
12/10/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.40
12/10/21	DLC	020	Revise expert letter agreement (.4); finalize same (.1).	0.50
12/10/21	SMN	020	Draft letter to defendants re allocation of insurance proceeds advanced by D&O insurers (1.8); conduct legal research for same (.7); draft correspondence to D. Zensky and D. Chapman re same (.3).	2.80
12/11/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	2.20
12/13/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.50
12/13/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	0.80
12/14/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.90
12/15/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	6.60
12/16/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	3.90
12/16/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing.	0.30
12/17/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	3.70
12/20/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	4.20
12/20/21	DLC	020	Draft correspondence to opposing counsel re document production (1.3); correspond with third parties re same (.4); revise draft letter re insurance issues (.7); review research analysis re open insurance issues (.5); comment on same (.4).	3.30
12/20/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing (.3); review insurance policies relevant to same (.6).	0.90
12/21/21	DMZ	020	Review analysis re insurance/D&O issues (.2); draft correspondence to defendants' counsel re same (.1).	0.30
12/21/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	5.10
12/21/21	DLC	020	Draft correspondence to J. Kulikowski re discovery requests (.5); review discovery materials in connection with same (.5); amend letter to defendants' counsel re same (.4); correspond with S. Nolan re insurance issues (.2).	1.60
12/21/21	SMN	020	Update letter to defendants re D&O insurance (.1); review documents	0.50

SEARS CREDITORS COMMITTEE
Bill Number: 1974210Page 5
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/22/21	RJC	020	for same (.2); correspond with D. Chapman re same (.2). Conduct review of discovery documents in connection with adversary proceeding (4.8); confer with D. Chapman re open discovery issues (.3).	5.10
12/22/21	DLC	020	Confer with R. Collins re: discovery issues.	0.30
12/22/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing (.3); revise draft letter to defendants re D&O insurance (.6).	0.90
12/23/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	4.50
12/27/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	4.40
12/28/21	DMZ	020	Revise letter to defendants re insurance allocation.	0.20
12/28/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	5.30
12/29/21	SMN	020	Revise draft letter to defendants re D&O insurance coverage.	0.40
12/31/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	3.50
12/27/21	SLB	022	Analyze open issues re effective date (.4); draft update correspondence to D. Chapman and Z. Lanier re same (.2).	0.60
12/30/21	SLB	022	Analyze issue re confirmation order (.3); correspondence with J. Szydlo re same (.2).	0.50
12/30/21	JES	022	Review Plan and Confirmation order re litigation funding and cash reserves (.9); correspond with S. Brauner re same (.2).	1.10
Total Hours				184.60

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D M ZENSKY	4.20	at \$1655.00 =	\$6,951.00
D L CHAPMAN	14.50	at \$1265.00 =	\$18,342.50
S L BRAUNER	21.50	at \$1265.00 =	\$27,197.50
Z D LANIER	9.10	at \$980.00 =	\$8,918.00
S M NOLAN	12.30	at \$855.00 =	\$10,516.50
J E SZYDLO	11.10	at \$810.00 =	\$8,991.00
R J COLLINS	111.90	at \$500.00 =	\$55,950.00

Current Fees \$136,866.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$1,271.18
Computerized Legal Research - Other	\$354.27
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$509.46
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,186.31
Transcripts	\$30.00

Current Expenses \$4,351.22

<u>Date</u>		<u>Value</u>
12/01/21	Computerized Legal Research - Westlaw	\$22.39

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	1,271.18
Computerized Legal Research – Other	354.27
Computerized Legal Research – Westlaw – in contract 30% discount	2,186.31
Computerized Legal Research - Courtlink - In Contract 50% Discount	509.46
Transcripts	30.00
TOTAL:	4,351.22

Exhibit E

Itemized Disbursements

SEARS CREDITORS COMMITTEE
Bill Number: 1974210Page 5
02/11/22

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/22/21	RJC	020	for same (.2); correspond with D. Chapman re same (.2). Conduct review of discovery documents in connection with adversary proceeding (4.8); confer with D. Chapman re open discovery issues (.3).	5.10
12/22/21	DLC	020	Confer with R. Collins re: discovery issues.	0.30
12/22/21	SMN	020	Review new cases implicating issues in motion to dismiss briefing (.3); revise draft letter to defendants re D&O insurance (.6).	0.90
12/23/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	4.50
12/27/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	4.40
12/28/21	DMZ	020	Revise letter to defendants re insurance allocation.	0.20
12/28/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	5.30
12/29/21	SMN	020	Revise draft letter to defendants re D&O insurance coverage.	0.40
12/31/21	RJC	020	Conduct review of discovery documents in connection with adversary proceeding.	3.50
12/27/21	SLB	022	Analyze open issues re effective date (.4); draft update correspondence to D. Chapman and Z. Lanier re same (.2).	0.60
12/30/21	SLB	022	Analyze issue re confirmation order (.3); correspondence with J. Szydlo re same (.2).	0.50
12/30/21	JES	022	Review Plan and Confirmation order re litigation funding and cash reserves (.9); correspond with S. Brauner re same (.2).	1.10
Total Hours				184.60

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D M ZENSKY	4.20	at \$1655.00 =	\$6,951.00
D L CHAPMAN	14.50	at \$1265.00 =	\$18,342.50
S L BRAUNER	21.50	at \$1265.00 =	\$27,197.50
Z D LANIER	9.10	at \$980.00 =	\$8,918.00
S M NOLAN	12.30	at \$855.00 =	\$10,516.50
J E SZYDLO	11.10	at \$810.00 =	\$8,991.00
R J COLLINS	111.90	at \$500.00 =	\$55,950.00

Current Fees \$136,866.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$1,271.18
Computerized Legal Research - Other	\$354.27
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$509.46
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,186.31
Transcripts	\$30.00

Current Expenses \$4,351.22

<u>Date</u>		<u>Value</u>
12/01/21	Computerized Legal Research - Westlaw	\$22.39

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	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
12/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
12/01/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/2/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
12/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/2/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
12/02/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/03/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/06/21	Transcripts VENDOR: VERITEXT INVOICE#: 5438789 DATE: 12/6/2021 Transcriber fee for transcript of December 3, 2021 hearing.	\$30.00
12/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/6/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
12/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
12/06/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS;	\$22.14

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12/07/21	Quantity: 4.0 Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/7/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/07/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 2.0	\$149.55
12/07/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/8/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
12/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/8/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/8/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
12/08/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 13.0	\$972.08
12/08/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/09/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/9/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
12/09/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/9/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
12/09/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/10/21	Computerized Legal Research - Lexis - in contract 30% discount Service:	\$149.55

	SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 2.0	
12/10/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/13/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
12/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
12/13/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/14/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/14/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/14/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/15/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
12/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/15/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/15/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
12/15/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/16/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/16/2021	\$52.23

	AcctNumber: 1000309084 ConnectTime: 0.0	
12/16/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/16/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
12/16/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/17/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
12/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/20/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
12/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
12/20/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/21/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/21/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/21/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/22/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
12/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/22/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/22/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46

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12/22/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/23/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/23/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
12/23/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/23/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
12/23/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/24/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/27/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/27/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
12/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
12/28/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/28/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/28/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/29/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type:	\$22.16

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	OTHER FREQUENCY TRACKS; Quantity: 4.0	
12/29/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 12/29/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
12/29/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/29/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
12/29/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/29/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
12/30/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/30/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 12/30/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
12/30/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 12/30/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
12/31/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
12/31/21	Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 134294-2112 DATE: 12/31/2021 - Document retrieval in various courts	\$59.06
12/31/21	Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 134294-2112 DATE: 12/31/2021 - Document retrieval in various courts	\$118.13
12/31/21	Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 134294-2112 DATE: 12/31/2021 - Document retrieval in various courts	\$43.82
12/31/21	Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 328396-2112 DATE: 12/31/2021 - Document retrieval in various courts	\$16.00
12/31/21	Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC	\$16.00

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	INVOICE#: 328396-2112 DATE: 12/31/2021	
12/31/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 328396-2112 DATE: 12/31/2021	\$50.63
12/31/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALENT.COM, INC INVOICE#: 328396-2112 DATE: 12/31/2021	\$50.63
	- Document retrieval in various courts	
	Current Expenses	\$4,351.22
	Total Amount of This Invoice	\$141,217.72
	Prior Balance Due	\$7,980,395.30
	Total Balance Due Upon Receipt	\$8,121,613.02